

**16-6a-812 Meetings.**

- (1) Unless the bylaws eliminate the requirement for holding an annual meeting, a nonprofit corporation that does not have voting members shall hold a meeting of the directors annually:
  - (a) at a time and date stated in or fixed in accordance with the bylaws; or
  - (b) if a time and date is not stated in or fixed in accordance with the bylaws, at a time and date stated in or fixed in accordance with a resolution of the board of directors.
- (2) The board of directors may hold regular or special meetings in or out of this state.
- (3)
  - (a) Unless otherwise provided in the bylaws, the board of directors may permit any director to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting.
  - (b) A director participating in a meeting by a means permitted under Subsection (2) is considered to be present in person at the meeting.
- (4) The failure to hold an annual or regular meeting at the time and date determined pursuant to Subsection (1) or (2) does not:
  - (a) affect the validity of any corporate action; or
  - (b) result in forfeiture or dissolution of the nonprofit corporation.

Amended by Chapter 228, 2006 General Session